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OCT 14 '05 3-59 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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October 14, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider 9, dated July 29, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Suite B
Maryville, IL 62062

Lessee: General Mills Operations, Inc.
9200 Wayzata Boulevard
Minneapolis, MN 55440

A description of the railroad equipment covered by the enclosed document is:

5 railcars: MWCX 500121 through MWCX 500125, inclusive.

Mr. Vernon A. Williams
October 14, 2005
Page Two

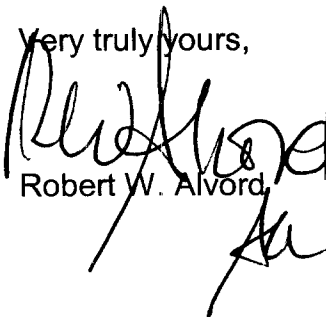
A short summary of the document to appear in the index follows:

Memorandum of Rider 9

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a large, stylized initial "R" and a long, sweeping underline.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF RIDER 9

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

GENERAL MILLS OPERATIONS, INC.

as Lessee

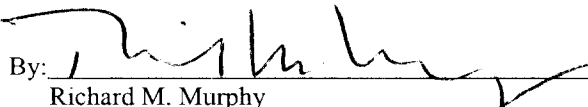
MEMORANDUM OF RIDER 9

THIS MEMORANDUM OF RIDER 9 is effective as of July 29, 2005 by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation ("Lessee"), with reference to the following:


1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider 9 dated July 29, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in the Lease.

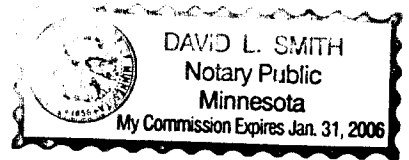
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider 9 to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

GENERAL MILLS OPERATIONS, INC.

By: 
Name: PAUL SUTTON
Title: PRICING



STATE OF MD, CITY OF Elk River, TO WIT:

On this 1 day of Aug, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Aug 1, 2004 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David L. Smith
Notary Public

[Notarial Seal]

My commission expires: 1-31-06

STATE OF Minnesota, CITY OF Golden Valley, TO WIT:

On this 29 day of July, 2005 before me appeared, Paul Sutton, to me personally known, who being by me duly sworn, says that he is a Pricing, of GENERAL MILLS OPERATIONS, INC., a Minnesota Corporation, that said instrument was signed and sealed on July 29, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Bohline
Notary Public

[Notarial Seal]

My commission expires:

Jun 31, 2010

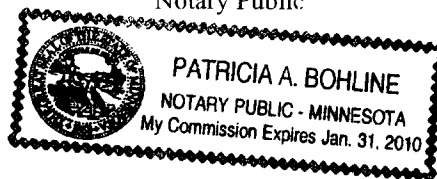


EXHIBIT A

Description of Railcars:

5 railcars with the following
Car Marks and Numbers:

**MWCX 500121 through
MWCX 500125, inclusive**